

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF ILLINOIS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Crave Brands, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 83-3331026

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

444 W. Lake Street, 17th Floor
Chicago, IL 60606

Number, Street, City, State & ZIP Code

Cook

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Crave Brands, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Crave Brands, LLC** Case number (if known) _____
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **Meathead Restaurants, LLC** Relationship **affiliate**
District **Northern District of Illinois** When **4/09/21** Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors ☒ 1-49 ☐ 1,000-5,000 ☐ 25,001-50,000
☐ 50-99 ☐ 5001-10,000 ☐ 50,001-100,000
☐ 100-199 ☐ 10,001-25,000 ☐ More than 100,000
☐ 200-999

15. Estimated Assets ☒ \$0 - \$50,000 ☐ \$1,000,001 - \$10 million ☐ \$500,000,001 - \$1 billion
☐ \$50,001 - \$100,000 ☐ \$10,000,001 - \$50 million ☐ \$1,000,000,001 - \$10 billion
☐ \$100,001 - \$500,000 ☐ \$50,000,001 - \$100 million ☐ \$10,000,000,001 - \$50 billion
☐ \$500,001 - \$1 million ☐ \$100,000,001 - \$500 million ☐ More than \$50 billion

Debtor **Crave Brands, LLC** Case number (if known) _____
Name

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Crave Brands, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**


The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/09/2021
MM/DD/YYYY

X 
Signature of authorized representative of debtor
Title Manager

Steve Karfaridis
Printed name

18. Signature of attorney

X 
Signature of attorney for debtor

Date 4/9/2021
MM/DD/YYYY

David A. Warfield
Printed name

Thompson Coburn LLP
Firm name

**One US Bank Plaza
Suite 2600
Saint Louis, MO 63102**
Number, Street, City, State & ZIP Code

Contact phone **314-552-6000** Email address **dwarfield@thompsoncoburn.com**

34288 MO
Bar number and State

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11 (Subchapter V)
)	
CRAVE BRANDS, LLC,)	Case No. 21-_____
)	
MEATHEAD RESTAURANTS, LLC)	Case No. 21-_____
)	
Debtor.)	Hon. _____

Documents Required Under 11 U.S.C. §1116(1)

The most recent balance sheet and statement of operations for Meathead Restaurants, LLC are attached. The most recently filed federal income tax return for Crave Brands, LLC is attached.

The undersigned certifies under penalty of perjury that no cash flow statement is prepared in the ordinary course of either of the affiliated debtors' businesses.



Steve Karfaridis



**MEATHEAD RESTAURANTS, LLC
CONSOLIDATED BALANCE SHEET**

UNAUDITED

AS OF PERIOD 3

3/21/2021

CURRENT ASSETS

Cash	\$ 104,427
Deposits	\$ 5,440
Receivables	\$ 60,947
Inventory	\$ 92,776
Prepaid Expense	\$ 49,687
Total Current Assets	<u>\$ 313,277</u>

PROPERTY AND EQUIPMENT

Gross Property and Equipment	\$ 3,091,543
Intellectual Property	\$ 81,840
Goodwill	\$ 3,742,020
Accumulated Depreciation and Amortization	\$ (495,959)
Net Property and Equipment	<u>\$ 6,419,444</u>

OTHER ASSETS

Due from Licensee	\$ 566
Pre-Opening Expense	\$ 609
Due from Employee Advance	\$ -
Investment in Meathead Franchising, LLC	\$ 10
Suspense	\$ (417)
Total Other Assets	<u>\$ 768</u>

TOTAL ASSETS	<u><u>\$ 6,733,490</u></u>
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CURRENT LIABILITIES

Accounts Payable	\$ 308,533
Gift Certificate Liability	\$ 115,773
Sales Tax Payable	\$ 21,994
Accrued Expense	\$ 42,946
Deferred Salary	\$ 104,616
Total Current Liabilities	<u>\$ 593,862</u>

LONG TERM LIABILITIES

LQD	\$ 6,650,000
PPP Loan	\$ 982,113
EIDL Loan	\$ 149,900
Deferred Rent	\$ 59,172
Total Other Liabilities	<u>\$ 7,841,185</u>

TOTAL LIABILITIES	<u><u>\$ 8,435,047</u></u>
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MEMBERS' EQUITY

Capital	\$ 1,500,100
Retained Earnings	\$ (2,087,426)
Current Earnings	\$ (1,114,231)
Total Members' Equity	<u>\$ (1,701,557)</u>

TOTAL LIABILITIES AND MEMBERS'S EQUITY	<u><u>\$ 6,733,490</u></u>
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Store: Consolidated
Report: P&L

2021														YTD						
Period:	1						2						3						YTD	
Start Dates:	12/28/20						1/25/21						2/22/21						12/28/20	
End Date:	1/24/21						2/21/21						3/21/21						3/21/21	
	ACTUAL			PROJECTED			ACTUAL			PROJECTED			ACTUAL			PROJECTED				
	437,699	47.6%		423,509	48.4%		\$ 439,409	51.7%		493,250	55.1%		\$ 552,041	55.7%		532,720	58.7%		1,429,149	51.8%
	241,502	26.3%		227,100	26.0%		\$ 199,666	23.5%		173,900	19.4%		\$ 223,054	22.5%		176,300	19.4%		664,222	24.1%
	239,690	26.1%		223,936	25.6%		\$ 211,457	24.9%		227,850	25.5%		\$ 215,421	21.7%		198,980	21.9%		666,568	24.2%
	918,891	100.0%		874,545	100.0%		850,532	100.0%		895,000	100.0%		990,516	100.0%		908,000	100.0%		2,759,939	100.0%
YoY Change		-7.9%			-12.4%			-21.6%			-16.5%			6.6%			-0.1%			
	219,734	23.9%		209,891	24.0%		199,214	23.4%		214,800	24.0%		233,701	\$ -		217,920	24.0%		652,649	23.6%
	27,771	3.0%		26,236	3.0%		25,396	3.0%		26,850	3.0%		29,384	3.0%		27,240	3.0%		82,550	3.0%
	-	0.0%		(5,307)	-0.6%		-	0.0%		(5,307)	-0.6%		-	0.0%		(5,307)	-0.6%		-	0.0%
	247,505	26.9%		230,820	26.4%		224,609	26.4%		241,650	27.0%		263,085	26.6%		245,160	27.0%		735,199	26.6%
	255,889	27.8%		242,007	27.7%		240,643	28.3%		247,451	27.6%		251,743	25.4%		251,191	27.7%		748,275	27.1%
	40,416	4.4%		34,680	4.0%		37,656	4.4%		35,411	4.0%		37,484	3.8%		35,948	4.0%		115,556	4.2%
	296,305	32.2%		276,686	31.6%		278,298	32.7%		282,862	31.6%		289,227	29.2%		287,139	31.6%		863,831	31.3%
	375,080	40.8%		367,038	42.0%		347,624	40.9%		370,488	41.4%		438,204	44.2%		375,701	41.4%		1,160,909	42.1%
	2,475	0.3%		2,400	0.3%		2,892	0.3%		2,400	0.3%		2,604	0.3%		2,400	0.3%		7,972	0.3%
	2,054	0.2%		1,200	0.1%		224	0.0%		1,200	0.1%		1,054	0.1%		1,200	0.1%		3,333	0.1%
	16,393	1.8%		14,867	1.7%		16,352	1.9%		15,215	1.7%		15,935	1.6%		15,436	1.8%		48,681	1.8%
	5,003	0.5%		5,247	0.6%		5,735	0.7%		5,370	0.6%		6,674	0.7%		5,448	0.6%		17,411	0.6%
	855	0.1%		1,200	0.1%		765	0.1%		1,200	0.1%		810	0.1%		1,200	0.1%		2,430	0.1%
	384	0.0%		600	0.1%		526	0.1%		600	0.1%		190	0.0%		600	0.1%		1,100	0.0%
	738	0.1%		738	0.1%		738	0.1%		738	0.1%		1,476	0.1%		738	0.1%		2,952	0.1%
	2,947	0.3%		2,449	0.3%		2,492	0.3%		2,506	0.3%		2,438	0.2%		2,542	0.3%		7,877	0.3%
	30,849	3.4%		28,701	3.3%		29,725	3.5%		29,229	3.3%		31,182	3.1%		29,564	3.4%		91,756	3.3%
	10,044	1.1%		2,751	0.3%		3,835	0.5%		4,475	0.5%		4,301	0.4%		4,540	0.5%		18,179	0.7%
	8,044	0.9%		14,421	1.6%		5,264	0.6%		8,299	0.9%		8,335	0.8%		9,080	1.0%		21,643	0.8%
	-	0.0%		-	0.0%		-	0.0%		-	0.0%		-	0.0%		-	0.0%		-	0.0%
	18,088	2.0%		17,172	2.0%		9,099	1.1%		12,774	1.5%		12,636	1.3%		13,620	1.6%		39,823	1.4%
	3,209	0.3%		3,600	0.4%		3,209	0.4%		3,600	0.4%		3,209	0.3%		3,600	0.4%		9,628	0.3%
	7,581	0.8%		8,745	1.0%		6,931	0.8%		8,950	1.0%		6,549	0.7%		9,080	1.0%		21,060	0.8%
	18,441	2.0%		17,491	2.0%		16,921	2.0%		17,900	2.0%		19,585	2.0%		18,160	2.1%		54,948	2.0%
	75	0.0%		420	0.0%		-	0.0%		420	0.0%		220	0.0%		420	0.0%		295	0.0%
	815	0.1%		816	0.1%		1,375	0.2%		816	0.1%		815	0.1%		816	0.1%		3,006	0.1%
	2,193	0.2%		1,749	0.2%		1,793	0.2%		1,790	0.2%		1,826	0.2%		1,816	0.2%		5,812	0.2%
	496	0.1%		406	0.0%		306	0.0%		406	0.0%		381	0.0%		406	0.0%		1,183	0.0%
	199	0.0%		-	0.0%		56	0.0%		-	0.0%		338	0.0%		-	0.0%		593	0.0%
	33,010	3.6%		33,228	3.8%		30,591	3.6%		33,882	3.9%		32,924	3.3%		34,298	3.9%		96,524	3.5%
	9,212	1.0%		8,745	1.0%		7,777	0.9%		8,950	1.0%		12,347	1.2%		9,080	1.0%		29,336	1.1%
	29,215	3.2%		30,000	3.4%		30,151	3.5%		30,000	3.4%		29,338	3.0%		30,000	3.4%		88,704	3.2%
	103,894	11.3%		112,242	12.8%		114,017	13.4%		112,242	12.8%		114,068	11.5%		112,242	12.8%		331,980	12.0%
	224,269	24.4%		230,088	26.3%		221,360	26.0%		227,078	26.0%		232,494	23.5%		228,805	26.2%		678,123	24.6%
	150,812	16.4%		136,950	15.7%		126,265	14.8%		143,411	16.4%		205,710	20.8%		146,896	16.8%		482,786	17.5%



CORPORATE G&A

PAYROLL & RELATED

Accounting	2,500	0.3%	2,500	0.3%	2,500	0.3%	2,500	0.3%	2,500	0.3%	7,500	0.3%
Bonus(Ops Management)	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Administration	13,846	1.5%	13,846	1.6%	13,846	1.6%	13,846	1.5%	13,846	1.5%	41,538	1.5%
GM Training	258	0.0%	500	0.1%	-	0.0%	500	0.1%	184	0.0%	500	0.1%
Group Insurance	1,104	0.1%	2,000	0.2%	1,750	0.2%	2,000	0.2%	1,547	0.2%	2,000	0.2%
HR/Recruiting	708	0.1%	300	0.2%	19	0.0%	300	0.2%	-	0.0%	300	0.2%
Operations	10,539	1.1%	10,539	1.2%	9,286	1.1%	10,539	1.2%	5,000	0.5%	10,539	1.2%
Vacation	-	0.0%	288	0.0%	-	0.0%	288	0.0%	-	0.0%	288	0.0%
Payroll Processing	1,594	0.2%	1,700	0.2%	1,564	0.2%	1,700	0.2%	2,036	0.2%	1,700	0.2%
Payroll Tax	972	0.1%	700	0.1%	964	0.1%	700	0.1%	964	0.1%	700	0.1%
Unemployment Insurance	480	0.1%	200	0.0%	444	0.1%	200	0.0%	311	0.0%	200	0.0%
WOTC Fee	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Worker's Comp	55	0.0%	55	0.0%	55	0.0%	55	0.0%	55	0.0%	55	0.0%
Total Payroll & Related	32,056	3.5%	32,628	3.7%	30,428	3.6%	32,628	3.6%	26,443	2.7%	32,628	3.6%

OTHER G&A

Advertising/Marketing	5,342	0.6%	4,000	0.5%	3,523	0.4%	4,000	0.4%	3,027	0.3%	4,000	0.4%
Automobile Expense	175	0.0%	500	0.1%	518	0.1%	500	0.1%	756	0.1%	500	0.1%
Bank/NCR Fee	3,107	0.3%	3,057	0.3%	3,013	0.4%	3,057	0.3%	3,206	0.3%	3,057	0.3%
Late Fee/Penalties	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Charitable Comps	200	0.0%	200	0.0%	200	0.0%	200	0.0%	-	0.0%	200	0.0%
Corporate Comps	200	0.0%	100	0.0%	-	0.0%	100	0.0%	-	0.0%	100	0.0%
Delivery & Marketing Fees	53,645	5.8%	49,266	5.6%	43,443	5.1%	50,127	5.6%	45,045	4.5%	43,776	4.8%
Dues & Subscriptions	48	0.0%	100	0.0%	49	0.0%	100	0.0%	-	0.0%	100	0.0%
Taxes & Licenses	109	0.0%	100	0.0%	76	0.0%	100	0.0%	76	0.0%	100	0.0%
IT/POS Maintenance	2,271	0.2%	2,460	0.3%	2,271	0.3%	2,460	0.3%	2,271	0.2%	2,460	0.3%
Software License	2,021	0.2%	2,389	0.3%	2,021	0.2%	2,389	0.3%	1,911	0.2%	2,389	0.3%
Legal & Accounting	3,113	0.3%	3,000	0.3%	3,113	0.4%	3,000	0.3%	3,113	0.3%	3,000	0.3%
Mobile App Fees	2,473	0.3%	2,457	0.3%	2,468	0.3%	2,457	0.3%	1,899	0.2%	2,457	0.3%
Meals/Entertainment	-	0.0%	200	0.0%	378	0.0%	200	0.0%	-	0.0%	200	0.0%
Miscellaneous	1,541	0.2%	2,615	0.3%	(20,927)	-2.5%	2,615	0.3%	(38,567)	-3.9%	2,615	0.3%
Phone	-	0.0%	100	0.0%	-	0.0%	100	0.0%	-	0.0%	100	0.0%
Postage	301	0.0%	100	0.0%	432	0.1%	100	0.0%	-	0.0%	100	0.0%
POS Lease	2,124	0.2%	2,124	0.2%	1,722	0.2%	1,720	0.2%	1,720	0.2%	1,720	0.2%
Rent	1,835	0.2%	1,825	0.2%	1,825	0.2%	1,825	0.2%	1,825	0.2%	1,825	0.2%
Shoes for Crews	(77)	0.0%	-	0.0%	-	0.0%	-	0.0%	9	0.0%	-	0.0%
Storage	482	0.1%	500	0.1%	491	0.1%	500	0.1%	858	0.1%	500	0.1%
Supplies & Printing	4,045	0.4%	4,000	0.5%	3,826	0.4%	4,000	0.4%	1,799	0.2%	4,000	0.4%
Travel	46	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Total Other G&A	82,999	9.0%	79,093	9.0%	48,441	5.7%	79,550	8.9%	28,948	2.9%	73,199	8.1%

Total Corporate G&A

	115,055	12.5%	111,722	12.8%	78,869	9.3%	112,179	12.5%	55,390	5.6%	105,827	11.7%
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COMPANY EBITDA

	35,756	3.9%	25,229	2.9%	47,395	5.6%	31,232	3.5%	150,320	15.2%	41,069	4.5%
Depreciation	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Amortization	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Well Done Consulting	10,000	1.1%	10,000	1.1%	10,000	1.2%	10,000	1.1%	10,000	1.0%	10,000	1.1%
EIDL Loan Fees (Deferred)	731	0.1%	731	0.1%	-	0.0%	731	0.1%	-	0.0%	731	0.1%
Interest Expense	87,928	9.6%	87,928	10.1%	87,928	10.3%	87,928	9.8%	87,928	8.9%	87,928	9.7%
NET PROFIT OR (LOSS)	(62,902)	-6.8%	(73,430)	-7.9%	(50,533)	-5.9%	(67,427)	-6.8%	52,392	5.3%	(57,590)	-6.2%



Michael Webb
Crave Brands, LLC
444 W Lake Street, 17th Floor
Chicago, IL 60606

Dear Michael,

Enclosed are your 2019 partnership tax returns, as follows...

2019 U.S. Return of Partnership Income

2019 Illinois Return of Partnership Income

2019 Indiana Return of Partnership Income

The enclosed returns were prepared primarily from data and information submitted to us. You should review the returns to ensure that there are no omissions or misstatements. Upon an audit of the returns, a request may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records.

Your copy should be retained for your files.

We appreciate this opportunity to serve you. Please contact us if you have any questions or if we may be of further assistance.

Sincerely,

Peggy Vyborny

2019 TAX RETURN FILING INSTRUCTIONS

U.S. RETURN OF PARTNERSHIP INCOME

FOR THE YEAR ENDING

December 29, 2019

Prepared For:

Michael Webb
Crave Brands, LLC
444 W Lake Street, 17th Floor
Chicago, IL 60606

Prepared By:

Ostrow Reisin Berk & Abrams, Ltd.
455 North Cityfront Plaza Drive, Suite 1500
Chicago, IL 60611-5313
312-670-7444

To Be Signed and Dated By:

A member of the LLC

Amount of Tax:

Not applicable

Send Tax Return To:

This return has qualified for electronic filing. After you have reviewed your return for completeness and accuracy, please sign, date and return Form 8879-PE to our office. We will then submit your electronic return to the IRS.

Email to: efile@orba.com

Or fax: 312-276-8551

Forms to be Distributed to Partners:

Enclosed are copies of Schedule K-1 to be distributed to the members.

Due Date:

Return federal Form 8879-PE as soon as possible to us. The return is due by September 15, 2020.

Special Instructions:

Do not mail the paper copy of the return to the IRS.

Form **8879-PE****IRS e-file Signature Authorization
for Form 1065**

OMB No. 1545-0123

2019Department of the Treasury
Internal Revenue Service

▶ ERO must obtain and retain completed Form 8879-PE.

▶ Go to www.irs.gov/Form8879PE for the latest information.

For calendar year 2019, or tax year beginning DEC 31, 2019, ending DEC 29, 2019.

Name of partnership

CRAVE BRANDS LLC

Employer identification number

83-3331026**Part I Tax Return Information** (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	11,868,221.
2	Gross profit (Form 1065, line 3)	2	8,388,688.
3	Ordinary business income (loss) (Form 1065, line 22)	3	-1,523,179.
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II Declaration and Signature Authorization of Partner or Member
(Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a partner or member of the above partnership and that I have examined a copy of the partnership's 2019 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic return of partnership income. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income.

Partner or Member's PIN: check one box only

☒ I authorize **OSTROW REISIN BERK & ABRAMS, LTD.** to enter my PIN **60611**
ERO firm name Don't enter all zeros

as my signature on the partnership's 2019 electronically filed return of partnership income.

☐ As a partner or member of the partnership, I will enter my PIN as my signature on the partnership's 2019 electronically filed return of partnership income.

Partner or member's signature ▶ *Michael A. Webb*Title ▶ **MEMBER**

Date ▶ 9/14/20

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

36072160611

Don't enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2019 electronically filed return of partnership income for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ **PEGGY VYBORN**

Date ▶ 09/14/20

ERO Must Retain This Form - See Instructions
Don't Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-PE** (2019)

LHA

Form **1065****U.S. Return of Partnership Income**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue ServiceFor calendar year 2019, or tax year beginning **DEC 31, 2018**, ending **DEC 29, 2019**▶ Go to www.irs.gov/Form1065 for instructions and the latest information.**2019**

A Principal business activity RESTAURANT	Type or Print	Name of partnership CRAVE BRANDS LLC	D Employer identification number 83-3331026
B Principal product or service FOOD		Number, street, and room or suite no. If a P.O. box, see instructions. 444 W LAKE STREET, 17TH FLOOR	E Date business started 02/22/2019
C Business code number 722511		City or town, state or province, country, and ZIP or foreign postal code CHICAGO IL 60606	F Total assets \$ 6,550,059.

G Check applicable boxes: (1) ☒ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **6**

J Check if Schedules C and M-3 are attached ▶ ☐

K Check if partnership: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

Income	1 a Gross receipts or sales	1a	11,868,221.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a			1c 11,868,221.
	2 Cost of goods sold (attach Form 1125-A)			2 3,479,533.
	3 Gross profit. Subtract line 2 from line 1c			3 8,388,688.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4
	5 Net farm profit (loss) (attach Schedule F (Form 1040 or 1040-SR))			5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
7 Other income (loss) (attach statement)		SEE STATEMENT 2	7 2,624.	
8 Total income (loss). Combine lines 3 through 7			8 8,391,312.	
Deductions (see instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9 3,830,013.
	10 Guaranteed payments to partners			10
	11 Repairs and maintenance			11 170,931.
	12 Bad debts			12
	13 Rent			13 1,101,711.
	14 Taxes and licenses		SEE STATEMENT 3	14 562,677.
	15 Interest (see instructions)			15 1,234,286.
	16 a Depreciation (if required, attach Form 4562)	16a	208,033.	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b		16c 208,033.
	17 Depletion (Do not deduct oil and gas depletion.)			17
	18 Retirement plans, etc.			18
19 Employee benefit programs			19 20,610.	
20 Other deductions (attach statement)		SEE STATEMENT 4	20 2,786,230.	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21 9,914,491.	
22 Ordinary business income (loss). Subtract line 21 from line 8			22 -1,523,179.	
Tax and Payments	23 Interest due under the look-back method-completed long-term contracts (attach Form 8697)			23
	24 Interest due under the look-back method-income forecast method (attach Form 8866)			24
	25 BBA AAR imputed underpayment (see instructions)			25
	26 Other taxes (see instructions)			26
	27 Total balance due. Add lines 23 through 26			27
	28 Payment (see instructions)			28
	29 Amount owed. If line 28 is smaller than line 27, enter amount owed			29
	30 Overpayment. If line 28 is larger than line 27, enter overpayment			30

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of partner or limited liability company member: Michael A. Webb Date: 9/14/20

May the IRS discuss this return with the preparer shown below? See instr. ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name PEGGY VYBORN	Preparer's signature PEGGY VYBORN	Date 09/14/20	Check <input type="checkbox"/> if self-employed	PTIN P00834454
	Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.	Firm's EIN ▶ 36-2938874			
	Firm's address ▶ 455 N CITYFRONT PLAZA DR, SUITE 1500 CHICAGO, IL 60611	Phone no. 312-670-7444			

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:	Yes	No
a <input type="checkbox"/> Domestic general partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
e <input type="checkbox"/> Foreign partnership		
b <input type="checkbox"/> Domestic limited partnership		
d <input type="checkbox"/> Domestic limited liability partnership		
f <input type="checkbox"/> Other ►		
2 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership	X	
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X
3 At the end of the tax year, did the partnership:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
4 Does the partnership satisfy all four of the following conditions?	Yes	No
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$ 1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3 If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.		X
5 Is this partnership a publicly traded partnership, as defined in section 469(k)(2)?		X
6 During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
7 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
8 At any time during calendar year 2019, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►		X
9 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
10 a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X

Form 1065 (2019) **CRAVE BRANDS LLC**

83-3331026 Page 3

Schedule B Other Information (continued)

	Yes	No
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
11 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year)		
12 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
13 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions		
14 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership		X
15 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		
16 a Did you make any payments in 2019 that would require you to file Form(s) 1099? See instructions	X	
b If "Yes," did you or will you file required Form(s) 1099?	X	
17 Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return		
18 Enter the number of partners that are foreign governments under section 892		
19 During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
20 Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938		X
21 Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1T(b)(14)?		X
22 During the tax year, did the partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions		X
23 Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the partnership satisfy one or more of the following? See instructions a The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense. b The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest. c The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		X
25 Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 If "No," complete Designation of Partnership Representative below.		X

Designation of Partnership Representative (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **KW RESTAURANT HOLDINGS, LLC**U.S. address of PR **1278 GLENNEYRE STREET, SUITE 128
LAGUNA BEACH, CA 92651**U.S. phone number of PR **312-670-7444**If the PR is an entity, name of the designated individual for the PR **STEVE KARFARIDIS**U.S. address of designated individual **1278 GLENNEYRE STREET, SUITE 128
LAGUNA BEACH, CA 92651**U.S. phone number of designated individual **312-670-7444**

26 Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 14		X
27 Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership		
28 At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?		X

Form **1065** (2019)

Schedule K Partners' Distributive Share Items			Total amount
Income (Loss)	1	Ordinary business income (loss) (page 1, line 22)	1 -1,523,179.
	2	Net rental real estate income (loss) (attach Form 8825)	2
	3a	Other gross rental income (loss)	3a
	b	Expenses from other rental activities (attach statement)	3b
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c
	4	Guaranteed payments: a Services 4a b Capital 4b	
	c	Total. Add lines 4a and 4b	4c
	5	Interest income	5
	6	Dividends and dividend equivalents: a Ordinary dividends b Qualified dividends 6b c Dividend equivalents 6c	6a
	7	Royalties	7
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8
Deductions	9a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a
	b	Collectibles (28%) gain (loss)	9b
	c	Unrecaptured section 1250 gain (attach statement)	9c
	10	Net section 1231 gain (loss) (attach Form 4797)	10
	11	Other income (loss) (see instructions) Type ▶	11
	12	Section 179 deduction (attach Form 4562)	12
	13a	Contributions	13a
	b	Investment interest expense	13b
	c	Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)
	d	Other deductions (see instructions) Type ▶	13d
	Self-Employment	14a	Net earnings (loss) from self-employment
b		Gross farming or fishing income	14b
c		Gross nonfarm income	14c 6,114,739.
Credits	15a	Low-income housing credit (section 42(j)(5))	15a
	b	Low-income housing credit (other)	15b
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c
	d	Other rental real estate credits (see instructions) Type ▶	15d
	e	Other rental credits (see instructions) Type ▶	15e
	f	Other credits (see instructions) Type ▶ SEE STATEMENT 5	15f 6,319.
Foreign Transactions	16a	Name of country or U.S. possession ▶	
	b	Gross income from all sources	16b
	c	Gross income sourced at partner level	16c
		Foreign gross income sourced at partnership level	
	d	Reserved for future use ▶ e Foreign branch category ▶	16e
	f	Passive category ▶ g General category ▶ h Other ... ▶	16h
		Deductions allocated and apportioned at partner level	
	i	Interest expense ▶ j Other ▶	16j
		Deductions allocated and apportioned at partnership level to foreign source income	
	k	Reserved for future use ▶ l Foreign branch category ▶	16l
	m	Passive category ▶ n General category ▶ o Other ... ▶	16o
	p	Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16p
q	Reduction in taxes available for credit (attach statement)	16q	
r	Other foreign tax information (attach statement)		
Alternative Tax (AMT) Items	17a	Post-1986 depreciation adjustment	17a
	b	Adjusted gain or loss	17b
	c	Depletion (other than oil and gas)	17c
	d	Oil, gas, and geothermal properties - gross income	17d
	e	Oil, gas, and geothermal properties - deductions	17e
	f	Other AMT items (attach statement)	17f
Other Information	18a	Tax-exempt interest income	18a
	b	Other tax-exempt income	18b
	c	Nondeductible expenses SEE STATEMENT 6	18c 13,959.
	19a	Distributions of cash and marketable securities	19a
	b	Distributions of other property	19b
	20a	Investment income	20a
	b	Investment expenses	20b
c	Other items and amounts (attach statement) STMT 7		

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16p						1	-1,523,179.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners				-1,523,179.			

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash				122,335.
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				137,538.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	STATEMENT 8			98,176.
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets			2,892,344.	
b Less accumulated depreciation			301,880.	2,590,464.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)			3,795,625.	
b Less accumulated amortization			194,079.	3,601,546.
13 Other assets (attach statement)				
14 Total assets		0.		6,550,059.
Liabilities and Capital				
15 Accounts payable				343,902.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	STATEMENT 9			294,228.
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				6,500,000.
20 Other liabilities (attach statement)				
21 Partners' capital accounts				-588,071.
22 Total liabilities and capital		0.		6,550,059.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-2,088,171.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16p, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16p (itemize):		a Depreciation \$	
STMT 11 557,352.		8 Add lines 6 and 7	
a Depreciation \$		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-1,523,179.
b Travel and entertainment \$ 7,640.	564,992.		
5 Add lines 1 through 4	-1,523,179.		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed: a Cash	1,500,100.	b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	-2,088,171.	8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	-588,071.
5 Add lines 1 through 4	-588,071.		

Form **1125-A****Cost of Goods Sold**

(Rev. November 2018)

Department of the Treasury
Internal Revenue Service
Name▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**
▶ **Go to www.irs.gov/Form1125A for the latest information.**

OMB No. 1545-0123

Name CRAVE BRANDS LLC		Employer identification number 83-3331026
1	Inventory at beginning of year	1
2	Purchases	2 3,617,071.
3	Cost of labor	3
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule)	5
6	Total. Add lines 1 through 5	6 3,617,071.
7	Inventory at end of year	7 137,538.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8 3,479,533.

9 a Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-A (Rev. 11-2018)

**SCHEDULE B-1
(Form 1065)**(Rev. August 2019)
Department of the Treasury
Internal Revenue Service**Information on Partners Owning 50% or
More of the Partnership**

▶ Attach to Form 1065.

OMB No. 1545-0123

▶ Go to www.irs.gov/Form1065 for the latest information.

Name of partnership

Employer identification number

CRAVE BRANDS LLC

83-3331026

Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital
KW RESTAURANT HOLDINGS, LLC	83-1618548	PARTNERSHIP	UNITED STATES	72.87

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 8-2019)

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OTHER

1

OMB No. 1545-0172

2019Attachment
Sequence No. **179**Department of the Treasury
Internal Revenue Service (99)▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

CRAVE BRANDS LLC

MEATHEADS RESTAURANTS,
LLC

83-3331026

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,020,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,550,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2018 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	5,901.

Part III MACRS Depreciation (Don't include listed property. See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2019	17	32,477.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2019 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		903,889.	5	HY	200DB	135,583.
c 7-year property						
d 10-year property						
e 15-year property		1,355,161.	5	HY	200DB	34,072.
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	208,033.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form 4562 (2019)

CRAVE BRANDS LLC

83-3331026 Page 2

Part V**Listed Property** (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25****26** Property used more than 50% in a qualified business use:

	:	:	%					
	:	:	%					
	:	:	%					

27 Property used 50% or less in a qualified business use:

	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (don't include commuting miles)						
31 Total commuting miles driven during the year ...						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2019 tax year:

SEE STATEMENT 12	:	:			165,894.
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43 Amortization of costs that began before your 2019 tax year **43****44** **Total.** Add amounts in column (f). See the instructions for where to report **44**

165,894.

**United States Bankruptcy Court
Northern District of Illinois**

In re **Meathead Restaurants, LLC**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Crave Brands, LLC 444 W. Lake St., 17th Floor Chicago, IL 60606		100%	Member Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date

4.9.21

Signature


Steve Karfaridis

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

United States Bankruptcy Court
Northern District of Illinois

In re **Crave Brands, LLC**

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

Number of Creditors: **6**

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date:

4.9.21


Steve Karfaridis/Manager
Signer/Title

KW Restaurant Holdings, LLC
633 W. North Avenue #527
Chicago, IL 60610

LQD Financial Corp.
370 North Carpenter Street
Chicago, IL 60607

Meatheads Franchising, LLC
350 W. Hubbard St., Suite 640
Chicago, IL 60654

Meatheads Restaurants, LLC
101 California Street
Suite 2710
San Francisco, CA 94111

Steve Karfaridis
633 W. North Avenue #527
Chicago, IL 60610

William J. Factor
105 Madison Street
Suite 1500
Chicago, IL 60602

**United States Bankruptcy Court
Northern District of Illinois**

In re **Crave Brands, LLC**

Debtor(s)

Case No.
Chapter

11

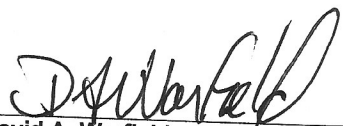
CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Crave Brands, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [Check if applicable]

Date

4/9/2021


David A. Warfield

Signature of Attorney or Litigant
Counsel for **Crave Brands, LLC**
Thompson Coburn LLP

**One US Bank Plaza
Suite 2600
Saint Louis, MO 63102
314-552-6000 Fax: 314-552-7000
dwarfield@thompsoncoburn.com**